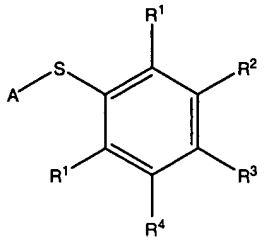
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently amended) A compound of ~~the structure~~ **formula I**



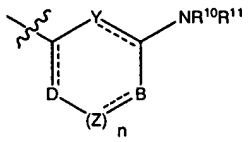
I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein R^1, R^2, R^3, R^4 and R^5 are each independently selected from ~~the group consisting of~~ hydrogen, halogen, alkyl, haloalkyl, alkoxy, cyano, nitro, cycloalkyl, carboxaldehyde**,** **[[;]]**

~~with the proviso that at least one of R^1 or R^3 is~~

and a group of formula II defined as



II

and wherein at least one of R^1 or R^3 is a pyridine;

~~wherein~~ D, B, Y and Z ~~at each occurrence~~ are **each** independently selected from ~~the group consisting of~~ -CR^6=, -CR^7R^8-, -C(O)-, -O-, -SO_2-, -S-, -N=, and -NR^9-;

n is an integer of zero to three;

R^6, R^7, R^8 and R^9~~, at each occurrence,~~ are each independently selected from ~~the group consisting of~~ hydrogen, alkyl, carboxy, hydroxyalkyl, alkylaminocarbonyl alkyl, dialkylaminocarbonylalkyl and carboxyalkyl; and

R^{10} and R^{11} are each independently selected from ~~the group consisting of~~ hydrogen, alkyl, cycloalkyl, alkoxyalkyl, alkoxycarbonylalkyl, carboxyalkyl, hydroxyalkyl, heterocyclyl, heterocyclylalkyl and heterocyclylamino; **or**

~~wherein~~ R^{10} and R^{11} **are taken together with N** ~~may be joined~~ to form a three to seven membered **unsubstituted** heterocyclyl **or a three to seven membered substituted heterocyclyl** ring, ~~said ring being optionally~~ substituted with ~~one or more~~ **at least one substituent** ~~substituents~~ R^{13}, wherein R^{13}~~, at each occurrence~~ is independently selected from ~~the group consisting of~~ alkyl, alkylene, alkoxy, alkoxyalkyl, cycloalkyl, aryl, heterocyclyl, heterocyclylalkyl, heterocyclylcarbonyl, heterocyclylalkylaminocarbonyl, hydroxy, hydroxyalkyl, hydroxyalkoxyalkyl, carboxy, carboxyalkyl, carboxycarbonyl, carboxaldehyde, alkoxycarbonyl, arylalkoxycarbonyl, aminoalkyl, aminoalkanoyl, aminocarbonyl, carboxamido, alkoxycarbonylalkyl, carboxamidoalkyl, cyano, tetrazolyl, alkanoyl, hydroxyalkanoyl, alkanoyloxy, alkanoylamino, alkanoyloxyalkyl, alkanoylaminoalkyl, sulfonate, alkylsulfonyl, alkylsulfonylaminocarbonyl, arylsulfonylaminocarbonyl and heterocyclylsulfonylaminocarbonyl;

~~wherein~~ A is an **unsubstituted** aryl ~~or~~ **group, an unsubstituted** heterocyclyl group, **a substituted aryl, or a heterocyclyl group substituted with**

~~said aryl or heterocyclyl group having~~ at least one substituent R^{12}, wherein R^{12}~~, at each occurrence,~~ is independently selected from ~~the group consisting of hydrogen,~~ halogen, alkyl, aryl, haloalkyl, hydroxy, alkoxy, alkoxyalkyl, alkoxycarbonyl, alkoxyalkoxy, hydroxyalkyl, aminoalkyl, aminocarbonyl, alkyl(alkoxycarbonylalkyl) aminoalkyl, heterocyclyl, heterocyclylalkyl, carboxaldehyde, carboxaldehyde hydrazone, ~~carboxamide,~~ **carboxamido,** alkoxycarbonylalkyl, carboxy, carboxyalkyl, carboxyalkoxy, hydroxyalkylaminocarbonyl, cyano, amino, heterocyclylalkylamino, carboxythioalkoxy, carboxycycloalkoxy, thioalkoxy, carboxyalkylamino, trans-cinnamyl and heterocyclylalkylaminocarbonyl; and

wherein R^1, R^2, R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, R^{11}, R^{12} and R^{13} are unsubstituted or substituted with at least one electron donating or electron withdrawing group;

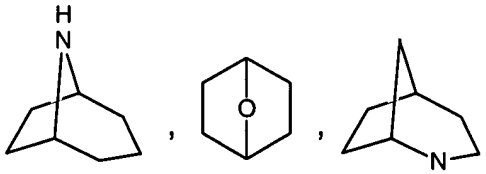
~~or a pharmaceutically-acceptable salt, optical isomer or prodrug therof.~~

wherein the heterocyclyl is selected from 3-, 4-, 5-, 6- and 7-membered rings containing 1-3 heteroatoms independently selected from nitrogen, oxygen and sulfur; the 4- and 5-membered rings have zero to two double bonds and the 6- and 7-membered rings have zero to three double bonds, the heterocyclyl being optionally substituted with alkyl, halogen, hydroxy or alkyl substituents,

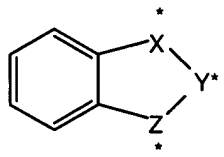
further wherein the heterocyclyl optionally comprises a group chosen from:

(i) bicyclic, tricyclic, and tetracyclic groups in which any of the above heterocyclic rings is fused to one or two rings independently selected from an aryl ring, a cyclohexane ring, a cyclohexane ring, a cyclopentane ring, a cyclopentene ring, and another monocyclic heterocyclic ring;

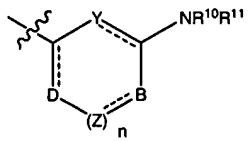
(ii) bridged bicyclic groups where a monocyclic heterocyclic group is bridged by alkylene group optionally selected from



; and

(iii) compounds of the formula  **where X* and Z* are each independently selected from $-CH_2-$, $-CH_2NH-$, $-CH_2O-$, -NH- and -O-, with the proviso that at least one of X* and Z* is not $-CH_2-$, and Y* is selected from -C(O)- and $-(C(R'')_2)_v-$, where R'' is hydrogen or alkyl of one to four carbons, and v is 1-3.**

2. (Currently Amended) **A** ~~The~~ compound **according to** ~~of~~ claim 1 wherein R^3 is **the group of formula II**



II

wherein R^{10}, R^{11}, D, B, Y, ~~and~~ Z, **and n are defined as in claim 1; and R^1 is defined as in claim 1 with the proviso that if R^3 does not define a pyridine, then R^1 is a pyridine.** ~~at each occurrence are independently selected from the group consisting of $-CR^6=$, $-CR^7R^8-$, -C(O)-, -O-, $-SO_2-$, -S-, -N=, and $-NR^9-$;~~

~~n is an integer of zero to three;~~

~~R^6, R^7, R^8 and R^9, at each occurrence, are each independently selected from the group consisting of hydrogen, alkyl, carboxy, hydroxyalkyl, alkylaminocarbonyl alkyl, dialkylaminocarbonylalkyl and carboxyalkyl;~~

~~R^{10} and R^{11} are each independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkoxyalkyl, alkoxycarbonylalkyl, carboxyalkyl, hydroxyalkyl, heterocyclyl, heterocyclylalkyl and heterocyclylamino;~~

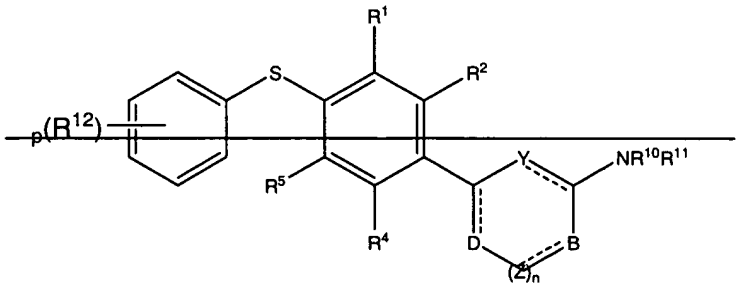
~~wherein R^{10} and R^{11} may be joined to form a three to seven membered heterocyclyl ring, said ring being optionally substituted with one or more substituents R^{13}, wherein R^{13} at each occurrence is independently selected from the group consisting of alkyl, alkylene, alkoxy, alkoxyalkyl, cycloalkyl, aryl, heterocyclyl, heterocyclylalkyl, heterocyclylcarbonyl, heterocyclylalkylaminocarbonyl, hydroxy, hydroxyalkyl, hydroxyalkoxyalkyl, carboxy, carboxyalkyl, carboxycarbonyl, carboxaldehyde, alkoxycarbonyl, arylalkoxycarbonyl, aminoalkyl, aminoalkanoyl, aminocarbonyl, carboxamido, alkoxycarbonylalkyl, carboxamidoalkyl, cyano, tetrazolyl, alkanoyl, hydroxyalkanoyl, alkanoyloxy, alkanoylamino, alkanoyloxyalkyl, alkanoylaminoalkyl,~~

~~sulfonate, alkylsulfonyl, alkylsulfonylaminocarbonyl, arylsulfonylaminocarbonyl and heterocyclylsulfonylaminocarbonyl;~~

~~R^1 and R^2 are each independently selected from the group consisting of hydrogen, halogen, haloalkyl, and nitro; and~~

~~R^4 and R^5 are each independently selected from the group of hydrogen and alkyl.~~

3. (Currently amended) **A** ~~The~~ compound **according to** ~~of~~ claim 1 of ~~the structure~~ **formula III**



III

wherein ~~R^1, R^2, R^4 and R^5 are each independently selected from the group consisting of hydrogen, halogen, alkyl, haloalkyl, alkoxy, cyano, nitro, cycloalkyl, carboxaldehyde;~~

~~D, B, Y and Z at each occurrence are independently selected from the group consisting of $-CR^6=$, $-CR^7R^8-$, $-C(O)-$, $-O-$, $-SO_2-$, $-S-$, $-N=$, and $-NR^9-$;~~

n is an integer of zero to three;

wherein R^6, R^7, R^8 and R^9, at each occurrence, are each independently selected from the group consisting of hydrogen, alkyl, carboxy, hydroxyalkyl, alkylaminocarbonyl alkyl, dialkylaminocarbonylalkyl and carboxyalkyl;

R^{10} and R^{11} are each independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkoxyalkyl, alkoxycarbonylalkyl, carboxyalkyl, hydroxyalkyl, heterocyclyl, heterocyclylalkyl and heterocyclylamino;

wherein R^{10} and R^{11} may be joined to form a three to seven membered heterocyclyl ring, said ring optionally being substituted with one or more substituents R^{13}, wherein R^{13} at each occurrence is independently selected from the group consisting of alkyl, alkylene, alkoxy, alkoxyalkyl, cycloalkyl, aryl, heterocyclyl, heterocyclylalkyl, heterocyclylcarbonyl, heterocyclylalkylaminocarbonyl, hydroxy, hydroxyalkyl, hydroxyalkoxyalkyl, carboxy, carboxyalkyl, carboxycarbonyl, carboxaldehyde, alkoxycarbonyl, arylalkoxycarbonyl, aminoalkyl, aminoalkanoyl, aminocarbonyl, carboxamido, alkoxycarbonylalkyl, carboxamidoalkyl, cyano, tetrazolyl, alkanoyl, hydroxyalkanoyl, alkanoyloxy, alkanoylamino, alkanoyloxyalkyl, alkanoylaminoalkyl, sulfonate, alkylsulfonyl, alkylsulfonylaminocarbonyl, arylsulfonylaminocarbonyl and heterocyclylsulfonylaminocarbonyl;

R^{12}, at each occurrence, is independently selected from the group consisting of hydrogen, halogen, alkyl, haloalkyl, alkoxy, carboxyalkoxy, carboxyalkyl and heterocyclyl; and,

p is an integer of **one**~~zero~~ to five**.** **[[;]]**

~~wherein R^1, R^2, R^4, R^5, R^{10}, R^{11}, R^{12} and R^{13} are unsubstituted or substituted with at least one electron donating group or electron withdrawing group.~~

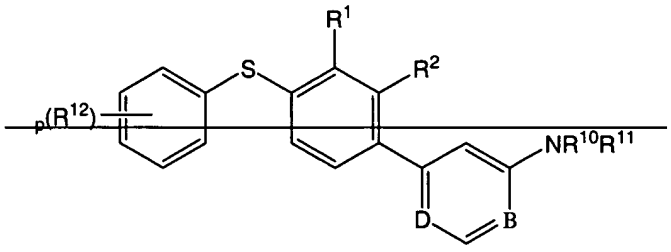
4. (Currently amended) **A** ~~The~~ compound **according to** ~~of~~ claim 3 wherein p is one;

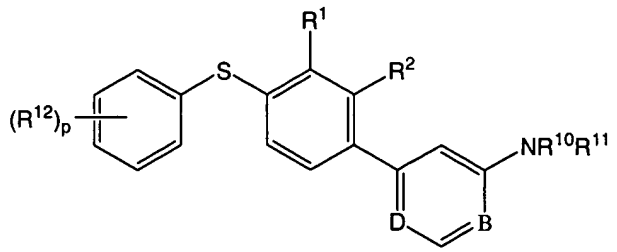
R^4 and R^5 are hydrogen;

R^{12} is selected from ~~the group consisting of~~ halogen, alkyl, alkoxy, carboxyalkoxy, carboxyalkyl and heterocyclyl; ~~and~~

R^{10} and R^{11} are **taken together with N** ~~joined~~ to form a three to seven membered **unsubstituted** heterocyclyl **ring, or a three to seven membered substituted heterocyclyl** ring**.** **[[;]]** **substituted with at least one substituent R^{13} and wherein** said **substituted heterocyclyl, or unsubstituted heterocyclyl** ring **is** selected from ~~the group consisting of~~ piperidine, piperazine, morpholine, pyrrolidine, and azetidine.

5. (Currently amended) **A** ~~The~~ compound **according to** ~~of~~ claim 1 of ~~the structure~~ **formula IV**





IV

wherein D and B are each independently selected from ~~the group consisting of~~ -N= and -CR^6=;

R^1 is selected from hydrogen, halogen and haloalkyl, with the proviso that if R^3 does not define a pyridine, then R^1 is a pyridine;

~~R^1 and~~ R^2 ~~are each independently~~ **is** selected from ~~the group consisting of~~ hydrogen, halogen and haloalkyl;

~~R^{10} and R^{11} are each independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkoxyalkyl, alkoxycarbonylalkyl, carboxyalkyl, hydroxyalkyl, heterocyclyl, heterocyclylalkyl and heterocyclylamino;~~

~~wherein R^{10} and R^{11} may be joined to form a three to seven membered heterocyclyl ring, said ring optionally substituted with one or more substituents R^{13}, wherein R^{13} at each occurrence is independently selected from the group consisting of alkyl, alkylene, alkoxy, alkoxyalkyl, cycloalkyl, aryl, heterocyclyl, heterocyclylalkyl, heterocyclylcarbonyl, heterocyclylalkylaminocarbonyl, hydroxy, hydroxyalkyl, hydroxyalkoxyalkyl, carboxy, carboxyalkyl, carboxycarbonyl, carboxaldehyde, alkoxycarbonyl, arylalkoxycarbonyl, aminoalkyl, aminoalkanoyl, aminocarbonyl, carboxamido, alkoxycarbonylalkyl,~~

~~carboxamidoalkyl, cyano, tetrazolyl, alkanoyl, hydroxyalkanoyl, alkanoyloxy, alkanoylamino, alkanoyloxyalkyl, alkanoylaminoalkyl, sulfonate, alkylsulfonyl, alkylsulfonylaminocarbonyl, arylsulfonylaminocarbonyl and heterocyclylsulfonylaminocarbonyl;~~

~~R^{12}, at each occurrence, is independently selected from the group consisting of hydrogen, halogen, alkyl, haloalkyl, alkoxy, carboxyalkoxy, carboxyalkyl and heterocyclyl;~~ and **[[,]]**

p is an integer of **one**~~zero~~ to five**.** **[[;]]**

~~wherein R^1, R^2, R^{10}, R^{11}, R^{12} and R^{13} are unsubstituted or substituted with at least one electron donating group or electron withdrawing group.~~

6. (Currently amended) **A** ~~The~~ compound **according to** ~~of~~ claim 5 wherein p is one;

~~R^{12} is selected from the group consisting of halogen, alkyl, alkoxy, carboxyalkoxy, carboxyalkyl and heterocyclyl;~~ and

R^{10} and R^{11} are **taken together with N** ~~joined~~ to form a three to seven membered **substituted** heterocyclyl **ring, or a three to seven membered unsubstituted heterocyclyl** ring**,** **[[;]]** **substituted with at least one substituent R^{13}, wherein R^{13} is defined as in claim 1, and wherein** said **substituted heterocyclyl ring, or unsubstituted heterocyclyl** ring **is** selected from ~~the group consisting of~~ piperidine, piperazine, morpholine, pyrrolidine, and azetidine.

7. (Currently amended) **A** ~~The~~ compound **according to** ~~of~~ claim 1, selected from ~~the group consisting of 1-(6-(4-(2-isopropyl-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyrimidin-4-yl)-piperidine-3-carboxylic acid, 4-(4-(2-isopropyl-phenylsulfanyl)-3-~~

~~trifluoromethyl-phenyl)-6-(3-(2*H*-tetrazol-5-yl)-piperidin-1-yl)-pyrimidine, 4-(4-(2-isopropyl-phenylsulfanyl)-3-trifluoromethyl-phenyl)-6-(4-(2*H*-tetrazol-5-yl)-piperidin-1-yl)-pyrimidine, (1-(6-(4-(2-isopropyl-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyrimidin-4-yl)-piperidin-3-yl)-methanol, 2-(1-(6-(4-(2-isopropyl-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyrimidin-4-yl)-piperidin-4-yl)-ethanol,~~ *N*-(1-(4-(4-(2-isopropyl-phenylsulfanyl)- 3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidin-3-yl)-acetamide, 1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-ol, *N*-1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-yl)-acetamide, ~~*N*-1-(4-(4-(2-methoxy-phenylsulfanyl)-3-trifluoromethyl-phenyl)-pyridin-2-yl)-pyrrolidine-3-yl)-acetamide, *N*-~~(1-(4-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3-trifluoromethyl-phenyl) pyridin-2-yl)-pyrrolidin-3-yl)-acetamide, 4'-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3 -trifluoromethyl-phenyl)-3,4,5,6-tetrahydro-2*H*-(1,2')bipyridinyl-4-carboxylic acid, and 4'-(4-(2,3-dihydro-benzo(1,4)dioxin-6-ylsulfanyl)-3-trifluoromethyl-phenyl)-3,4,5,6-tetrahydro-2*H*-(1,2')bipyridinyl-3-carboxylic acid.

8. (Currently amended) A composition comprising:

a compound **according to** ~~of~~ claim 1

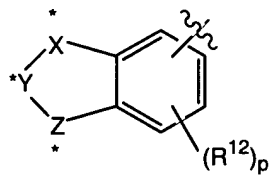
and ~~in~~ a pharmaceutically acceptable carrier.

9. (Currently amended) A method of inhibiting inflammation or suppressing immune response in a mammal comprising administering to said mammal a therapeutic amount of a compound **according to** ~~of~~ claim 1.

10. (New) A compound according to claim 1 wherein A is

(i) an unsubstituted or substituted aryl group, substituted by at least one substituent R^{12}, wherein R^{12} is defined as in claim 1, or

(ii) an unsubstituted or substituted heterocyclyl group of the formula



wherein

R^{12} is defined as in claim 1;

p is an integer of one to three;

X* and Z* are each independently selected from $-CH_2-$, $-CH_2NH-$, $-CH_2O-$, -NH-, and -O-, with the proviso that at least one of X* and Z* is not $-CH_2-$; and

Y* is $-(C(R")_2)_v-$, wherein

R" is hydrogen or alkyl; and

v is 1, 2, or 3.

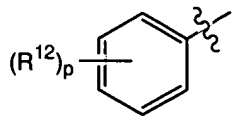
11. (New) A compound according to claim 1 or 10 wherein A is an unsubstituted or substituted aryl group, wherein the aryl group is

(I) a mono- or a bicyclic carbocyclic ring system having one or two aromatic rings, or

(ii) a mono- or a bicyclic carbocyclic ring system having one or two aromatic rings,

wherein one or more than one of the aromatic rings is fused to a ring selected from cyclohexane, cyclohexene, cyclopentane, and cyclopentene.

12. (New) A compound according to claim 1 wherein A is an unsubstituted or substituted aryl group of the formula



wherein R^{12} is defined as in claim 1; and p is an integer of one to five.

13. (New) A compound according to claim 1 wherein

D is CR^6= or -N=,

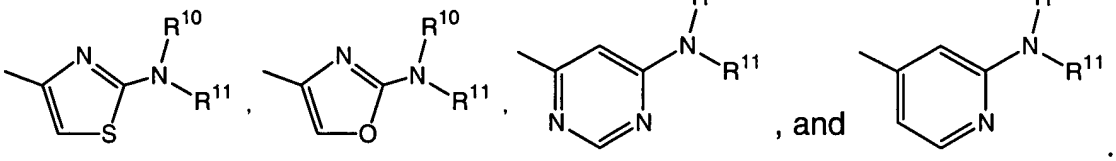
B is -S-, -O-, $-CR^6$= or -N=,

Y is $-CR^6$= or -N=,

Z is $-CR^6$= or -N=; and

n is zero or one.

14. (New) A compound according to claim 1 wherein R^3 is selected from



, and

.

15. (New) A compound according to claim 1 wherein R^1 or R^3 is a group of formula II wherein

D is $-CR^6$=;

B is -O- or -S-;

Y is -N=; and

n is zero.

16. (New) A compound according to claim 1 wherein

D is $-CR^6$= or -N=;

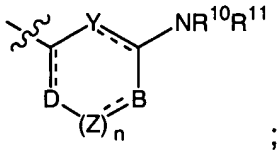
B is -N=;

Y is CR^6=; and

n is one.

17. (New) A compound according to claim 1 wherein

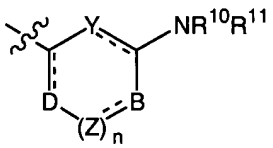
R^1 is selected from hydrogen, halogen, alkyl, nitro,

and  ;

R^2 is selected from hydrogen, halogen, alkyl, and nitro;

R^4 and R^5 are each independently selected from hydrogen and alkyl; and

R^3 is



wherein

D is $-CR^6=$ or -N=,

B is -S-, -O-, $-CR^6=$ or -N=,

Y is $-CR^6=$ or -N=,

Z is $-CR^6=$ or -N=; and

n is zero or one.

18. (New) A compound according to claim 1 wherein

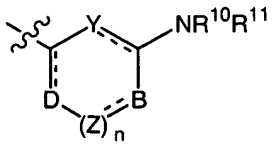
R^1 and R^2 are each independently selected from hydrogen, halogen, and haloalkyl;

R^3 is a pyridine; and

R^4 and R^5 are each hydrogen.

19. (New) A compound according to claim 1 wherein

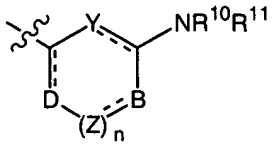
R^1 is selected from hydrogen, halogen, haloalkyl,

and  ;

R^2 is selected from hydrogen, halogen, and haloalkyl;

R^4 and R^5 are each hydrogen; and

R^3 is



wherein

D is $-CR^6=$ or -N=,

B is -S-, -O-, $-CR^6=$ or -N=,

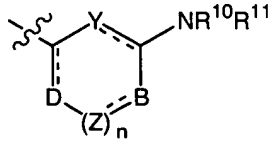
Y is $-CR^6=$ or -N=,

Z is $-CR^6=$ or -N=; and

n is zero or one.

20. (New) A compound according to claim 1 wherein

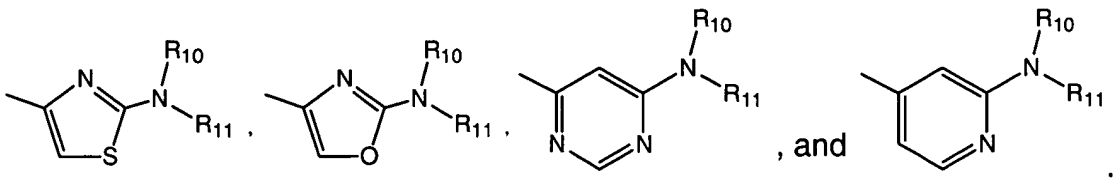
R^1 is selected from hydrogen, halogen, haloalkyl,

and  ;

R^2 is selected from hydrogen, chloro, and trifluoromethyl;

R^4 and R^5 are each hydrogen; and

R^3 is selected from



21. (New) A compound according to claim 1 wherein R^6 is hydrogen.

22. (New) A compound according to claim 1 wherein

R^1 is selected from hydrogen, halogen, and haloalkyl,

R^2 is selected from hydrogen and halogen,

R^3 is a pyridine, and

R^4 and R^5 are each hydrogen.

23. (New) A compound according to claim 22 wherein

R^1 is trifluoromethyl,

R^2 is hydrogen, and

R^3 is a pyridine.

24. (New) A compound according to claim 22 wherein R^1 and R^2 are each chloro, and R^3 is a pyridine.

25. (New) A compound according to claim 1 which has an IC_{50} of less than 20 μM when tested in one or both of

(i) an ICAM-1/LFA-1 Biochemical Interaction Assay, or

(ii) an ICAM-1/JY-8 Cell Adhesion Assay

26. (New) A method for ameliorating a pathology in a mammal arising from the interaction of LFA-1 with ICAM-1 or ICAM-3 comprising administering to said mammal a therapeutic amount of a compound according to claim 1.

27. (New) A method according to claim 26 wherein the pathology is selected from an inflammatory disease, an autoimmune disease, tumor metastasis, allograft rejection and reperfusion injury.